

Section 1: 10-Q (10-Q)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 001-36267

BLUE BIRD CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

46-3891989

(I.R.S. Employer Identification No.)

3920 Arkwright Road, 2nd Floor, Macon, Georgia 31210

(Address of principal executive offices)

(Zip Code)

(478) 822-2801

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

- | | | | |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input checked="" type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 8, 2018, there were issued and outstanding 26,999,660 shares of the registrant's common stock, \$0.0001 par value.

BLUE BIRD CORPORATION
FORM 10-Q

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Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q (this "Report") of Blue Bird Corporation ("Blue Bird" or the "Company") contains forward-looking statements. Except as otherwise indicated by the context, references in this Report to "we," "us" and "our" are to the consolidated business of the Company. All statements in this Report, including those made by the management of the Company, other than statements of historical fact, are forward-looking statements. These forward-looking statements are based on management's estimates, projections and assumptions as of the date hereof and include the assumptions that underlie such statements. Forward-looking statements may contain words such as "may," "will," "should," "could," "would," "expect," "plan," "estimate," "project," "forecast," "seek," "target," "anticipate," "believe," "estimate," "predict," "potential" and "continue," the negative of these terms, or other comparable terminology. Examples of forward-looking statements include statements regarding the Company's future financial results, research and development results, regulatory approvals, operating results, business strategies, projected costs, products, competitive positions, management's plans and objectives for future operations, and industry trends. These forward-looking statements relate to expectations for future financial performance, business strategies or expectations for our business. Specifically, forward-looking statements may include statements relating to:

- the future financial performance of the Company;*
- changes in the market for Blue Bird products; and*
- expansion plans and opportunities.*

These forward-looking statements are based on information available as of the date of this Report (or, in the case of forward-looking statements incorporated herein by reference, as of the date of the applicable filed document), and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different than those expressed or implied by these forward-looking statements.

Any expectations based on these forward-looking statements are subject to risks and uncertainties and other important factors, including those discussed in the reports we file with the Securities and Exchange Commission (the "SEC"), specifically the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's 2017 Form 10-K, filed with the SEC on December 8, 2017. Other risks and uncertainties are and will be disclosed in the Company's prior and future SEC filings. The following information should be read in conjunction with the financial statements included in the Company's 2017 Form 10-K, filed with the SEC on December 8, 2017.

Available Information

We are subject to the reporting and information requirements of the Securities Exchange Act of 1934, as amended, and as a result are obligated to file annual, quarterly, and current reports, proxy statements, and other information with the SEC. We make these filings available free of charge on our website (<http://www.blue-bird.com>) as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. Information on our website does not constitute part of this Quarterly Report on Form 10-Q. In addition, the SEC maintains a website (<http://www.sec.gov>) that contains our annual, quarterly, and current reports, proxy and information statements, and other information we electronically file with, or furnish to, the SEC. Any materials we file with, or furnish to, the SEC may also be read and/or copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited).

**BLUE BIRD CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)**

(in thousands except for share data)	March 31, 2018	September 30, 2017
Assets		
Current assets		
Cash and cash equivalents	\$ 10,349	\$ 62,616
Accounts receivable, net	12,190	10,148
Inventories	105,387	76,155
Other current assets	12,883	11,528
Total current assets	\$ 140,809	\$ 160,447
Property, plant and equipment, net	38,126	34,708
Goodwill	18,825	18,825
Intangible assets, net	56,476	57,481
Equity investment in affiliate	11,859	11,625
Deferred tax assets	10,129	11,755
Other assets	991	975
Total assets	\$ 277,215	\$ 295,816
Liabilities and Stockholders' Deficit		
Current liabilities		
Accounts payable	\$ 96,125	\$ 87,331
Warranty	7,906	8,573
Accrued expenses	12,283	18,229
Deferred warranty income	7,204	6,776
Other current liabilities	6,716	9,847
Current portion of long-term debt	8,000	8,000
Total current liabilities	\$ 138,234	\$ 138,756
Long-term liabilities		
Long-term debt	\$ 139,608	\$ 143,224
Warranty	11,377	12,337
Deferred warranty income	13,257	12,519
Other liabilities	15,618	15,064
Pension	29,073	32,426
Total long-term liabilities	\$ 208,933	\$ 215,570
Guarantees, commitments and contingencies (Note 6)		
Stockholders' deficit		
Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, 400,000 issued with liquidation preference of \$40,000 at March 31, 2018 and September 30, 2017	\$ 40,000	\$ 40,000
Common stock, \$0.0001 par value, 100,000,000 shares authorized, 23,912,188 and 23,739,344 issued and outstanding at March 31, 2018 and September 30, 2017, respectively	2	2
Additional paid-in capital	38,747	45,418
Accumulated deficit	(106,058)	(100,055)
Accumulated other comprehensive loss	(42,643)	(43,875)
Total stockholders' deficit	\$ (69,952)	\$ (58,510)
Total liabilities and stockholders' deficit	\$ 277,215	\$ 295,816

The accompanying notes are an integral part of these condensed consolidated financial statements.

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(in thousands except for share data)	Three Months Ended		Six Months Ended	
	March 31, 2018	April 1, 2017	March 31, 2018	April 1, 2017
Net sales	\$ 216,628	\$ 208,651	\$ 379,177	\$ 345,311
Cost of goods sold	194,960	184,002	336,861	302,464
Gross profit	\$ 21,668	\$ 24,649	\$ 42,316	\$ 42,847
Operating expenses				
Selling, general and administrative expenses	18,741	19,259	44,659	37,451
Operating profit (loss)	\$ 2,927	\$ 5,390	\$ (2,343)	\$ 5,396
Interest expense	(1,826)	(1,715)	(3,278)	(4,403)
Interest income	2	6	17	13
Other income (expense), net	1,020	(37)	1,190	(164)
Loss on debt extinguishment	—	—	—	(10,142)
Income (loss) before income taxes	\$ 2,123	\$ 3,644	\$ (4,414)	\$ (9,300)
Income tax (expense) benefit	(471)	(1,108)	(1,823)	2,564
Equity in net income of non-consolidated affiliate	184	212	234	961
Net income (loss)	\$ 1,836	\$ 2,748	\$ (6,003)	\$ (5,775)
Earnings per share:				
Net income (loss) (from above)	\$ 1,836	\$ 2,748	\$ (6,003)	\$ (5,775)
Less: preferred stock dividends	763	1,017	1,533	1,970
Net income (loss) available to common stockholders	\$ 1,073	\$ 1,731	\$ (7,536)	\$ (7,745)
Basic weighted average shares outstanding	23,899,772	23,048,517	23,911,909	22,822,416
Diluted weighted average shares outstanding	25,127,082	24,590,905	23,911,909	22,822,416
Basic earnings (loss) per share	\$ 0.04	\$ 0.08	\$ (0.32)	\$ (0.34)
Diluted earnings (loss) per share	\$ 0.04	\$ 0.07	\$ (0.32)	\$ (0.34)

The accompanying notes are an integral part of these condensed consolidated financial statements.

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)

(in thousands)	Three Months Ended		Six Months Ended	
	March 31, 2018	April 1, 2017	March 31, 2018	April 1, 2017
Net income (loss)	\$ 1,836	\$ 2,748	\$ (6,003)	\$ (5,775)
Other comprehensive income, net of tax				
Net change in defined benefit pension plan	669	1,007	1,232	2,013
Net unrealized (loss) gain on cash flow hedges	—	(47)	—	102
Total other comprehensive income	\$ 669	\$ 960	\$ 1,232	\$ 2,115
Comprehensive income (loss)	\$ 2,505	\$ 3,708	\$ (4,771)	\$ (3,660)

The accompanying notes are an integral part of these condensed consolidated financial statements.

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended	
	March 31, 2018	April 1, 2017
(in thousands of dollars)		
Cash flows from operating activities		
Net loss	\$ (6,003)	\$ (5,775)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	4,173	4,101
Amortization of debt costs	384	713
Share-based compensation	1,510	410
Equity in net income of affiliate	(234)	(961)
Loss (gain) on disposal of fixed assets	78	(46)
Deferred taxes	1,098	(2,964)
Amortization of deferred actuarial pension losses	1,760	3,145
Loss on debt extinguishment	—	10,142
Unrealized gains on foreign currency hedges	(1,036)	—
Changes in assets and liabilities:		
Accounts receivable	(2,042)	13,444
Inventories	(29,232)	(56,618)
Other assets	(335)	(1,112)
Accounts payable	9,151	30,961
Accrued expenses, pension and other liabilities	(12,329)	(4,765)
Total adjustments	\$ (27,054)	\$ (3,550)
Total cash used in operating activities	\$ (33,057)	\$ (9,325)
Cash flows from investing activities		
Cash paid for fixed assets	(7,021)	(5,159)
Proceeds from sale of fixed assets	—	46
Total cash used in investing activities	\$ (7,021)	\$ (5,113)
Cash flows from financing activities		
Repayments under the former senior term loan	\$ —	\$ (161,500)
Borrowings under the new term loan	—	156,887
Repayments under the new term loan	(4,000)	(2,000)
Cash paid for capital leases	(77)	(79)
Cash paid for debt issuance costs	—	(271)
Cash paid to extinguish debt	—	(507)
Payment of dividends on preferred stock	(1,533)	(1,970)
Cash paid for employee taxes on vested restricted shares and stock option exercises	(571)	(981)
Proceeds from exercises of warrants	9,504	10,982
Common stock repurchases under the share repurchase program	(15,512)	—
Total cash (used in) provided by financing activities	\$ (12,189)	\$ 561
Change in cash and cash equivalents	(52,267)	(13,877)
Cash and cash equivalents, beginning of period	62,616	52,309
Cash and cash equivalents, end of period	\$ 10,349	\$ 38,432
Supplemental disclosures of cash flow information		
Cash paid during the period for:		
Interest paid, net of interest received	2,950	3,294
Income tax paid, net of tax refunds	3,596	1,233
Non-cash investing and financing activities:		
Change in accounts payable for capital additions to property, plant and equipment	(357)	(2,178)
Cashless exercise of stock options	897	4,124

The accompanying notes are an integral part of these condensed consolidated financial statements.

BLUE BIRD CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Nature of Business and Basis of Presentation

Nature of Business

Blue Bird Body Company, a wholly-owned subsidiary of Blue Bird Corporation, was incorporated in 1958 and has manufactured, assembled and sold school buses to a variety of municipal, federal and commercial customers since 1927. The majority of Blue Bird's sales are made to an independent distributor network, which in turn sells buses to ultimate end users. We are headquartered in Macon, Georgia. References in these notes to financial statements to "Blue Bird", the "Company," "we," "our," or "us" refer to Blue Bird Corporation and its wholly-owned subsidiaries, unless the context specifically indicates otherwise.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant inter-company transactions and accounts have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial reporting and Article 8 of Regulation S-X. The Company's fiscal year ends on the Saturday closest to September 30 with its quarters consisting of thirteen weeks in most years. In fiscal year 2018, there is a total of 52 weeks. For fiscal years 2018 and 2017, the second quarters both included 13 weeks.

In the opinion of management, all adjustments considered necessary for a fair presentation of financial results have been made. Such adjustments consist of only those of a normal recurring nature. Operating results for any interim period are not necessarily indicative of the results that may be expected for the entire year. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

The Condensed Consolidated Balance Sheet data as of September 30, 2017 was derived from the Company's audited financial statements but do not include all disclosures required by generally accepted accounting principles. For additional information, including the Company's significant accounting policies, refer to the consolidated financial statements and related footnotes for the fiscal year ended September 30, 2017 as set forth in the Company's 2017 Form 10-K filed on December 8, 2017.

Use of Estimates and Assumptions

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions. At the date of the financial statements, these estimates and assumptions affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities, and during the reporting period, these estimates and assumptions affect the reported amounts of revenues and expenses. For example, significant management judgments are required in determining excess, obsolete, or unsalable inventory, allowance for doubtful accounts, potential impairment of long-lived assets, goodwill and intangibles, the accounting for self-insurance reserves, warranty reserves, pension obligations, income taxes, environmental liabilities and contingencies. Future events and their effects cannot be predicted with certainty, and, accordingly, the Company's accounting estimates require the exercise of judgment. The accounting estimates used in the preparation of the Company's condensed consolidated financial statements may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company's operating environment changes. The Company evaluates and updates its assumptions and estimates on an ongoing basis and may employ outside experts to assist in the Company's evaluations. Actual results could differ from the estimates that the Company has used.

2. Summary of Significant Accounting Policies and Recent Accounting Standards

The Company's significant accounting policies are described in the Company's 2017 Form 10-K, filed with the SEC on December 8, 2017. Our senior management has reviewed these significant accounting policies and related disclosures and determined that there were no significant changes in our critical accounting policies in the six months ended March 31, 2018.

Recently Issued Accounting Standards

In February 2018, the FASB issued ASU No. 2018-02, *Income Statement - Reporting Comprehensive Income (Topic 220)*. This ASU provides guidance on a reclassification from accumulated other comprehensive income ("AOCI") to retained earnings for the effect of the tax rate change resulting from the Tax Cuts and Jobs Act (H.R.1) (the "Tax Act"). The amendments eliminate the stranded tax effects resulting from the Tax Act and will improve the usefulness of information reported to financial statement users. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted. Should we elect to apply this optional ASU, it will be effective for us in the first quarter of fiscal 2020. We are currently evaluating the impact this ASU may have on our consolidated financial statements.

Recently Adopted Accounting Standards

In the first quarter of fiscal 2018, the Company adopted ASU No. 2015-11, *Simplifying the Measurement of Inventory*, which requires inventory to be measured at the lower of cost or net realizable value. The adoption of this pronouncement did not have any impact on any component of our financial statements.

3. Supplemental Financial Information

Inventory

The Company values inventories at the lower of cost or net realizable value. The Company uses a standard costing methodology, which approximates cost on a first-in, first-out basis. The Company reviews the standard costs of raw materials, work-in-process and finished goods inventory on a periodic basis to ensure that its inventories approximate current actual costs. Manufacturing cost includes raw materials, direct labor and manufacturing overhead. The following table presents the components of inventory at the dates indicated:

(in thousands of dollars)	March 31, 2018	September 30, 2017
Raw materials	\$ 63,282	\$ 54,379
Work in process	21,492	14,660
Finished goods	20,613	7,116
Total inventory	\$ 105,387	\$ 76,155

Product Warranties

The Company's products are generally warranted against defects in material and workmanship for a period of one to five years. A provision for estimated warranty costs is recorded at the time the unit is sold. The methodology to determine the warranty reserve calculates average expected warranty claims using warranty claims by body type, by month, over the life of the bus, which is then multiplied by remaining months under warranty, by warranty type. Management believes the methodology provides an accurate reserve estimate. Actual claims incurred could differ from the original estimates, requiring future adjustments.

The following table reflects activity in accrued warranty cost (current and long-term portion combined) for the periods presented:

(in thousands of dollars)	Three Months Ended		Six Months Ended	
	March 31, 2018	April 1, 2017	March 31, 2018	April 1, 2017
Balance at beginning of period	\$ 19,788	\$ 18,318	\$ 20,910	\$ 19,444
Add current period accruals	2,406	2,327	4,365	3,780
Current period reductions of accrual	(2,911)	(2,033)	(5,992)	(4,612)
Balance at end of period	\$ 19,283	\$ 18,612	\$ 19,283	\$ 18,612

The Company also sells extended warranties related to its products. Revenue related to these contracts is recognized on a straight-line basis over the contract period and costs thereunder are expensed as incurred. All warranty expenses are recorded in the cost of goods sold line on the Condensed Consolidated Statements of Operations. The methodology to determine the short-term extended warranty income reserve is based on twelve months of the remaining warranty value for each effective extended warranty at the balance sheet date.

The following table reflects activity in deferred warranty income (current and long-term portions combined), for the sale of extended warranties of two to five years, for the periods presented:

(in thousands of dollars)	Three Months Ended		Six Months Ended	
	March 31, 2018	April 1, 2017	March 31, 2018	April 1, 2017
Balance at beginning of period	\$ 19,208	\$ 15,809	\$ 19,295	\$ 16,187
Add current period deferred income	2,763	2,244	4,826	3,373
Current period recognition of income	(1,510)	(1,399)	(3,660)	(2,906)
Balance at end of period	\$ 20,461	\$ 16,654	\$ 20,461	\$ 16,654

Self-Insurance

The following table reflects our total accrued self-insurance liability, comprised of workers compensation and health insurance related claims, at the dates indicated:

(in thousands of dollars)	March 31, 2018	September 30, 2017
Current portion	\$ 3,305	\$ 3,194
Long-term portion	2,413	2,251
Total accrued self-insurance	\$ 5,718	\$ 5,445

The current and long-term portions of the accrued self-insurance liability are reflected in accrued expenses and other liabilities, respectively, on the Condensed Consolidated Balance Sheets.

Shipping and Handling Revenues

Shipping and handling revenues represent costs billed to customers and are included in net sales. Shipping and handling costs incurred are included in cost of goods sold. Shipping and handling revenues were \$3.6 million and \$3.0 million for the three months ended March 31, 2018 and April 1, 2017, respectively, and \$7.0 million and \$6.2 million for the six months ended March 31, 2018 and April 1, 2017, respectively. The related cost of goods sold was \$3.1 million and \$2.6 million for the three months ended March 31, 2018 and April 1, 2017, respectively, and \$5.9 million and \$5.3 million for the six months ended March 31, 2018 and April 1, 2017, respectively.

Pension Expense

Components of net periodic pension benefit cost were as follows for the periods presented:

(in thousands of dollars)	Three Months Ended		Six Months Ended	
	March 31, 2018	April 1, 2017	March 31, 2018	April 1, 2017
Interest cost	\$ 1,357	\$ 1,265	\$ 2,714	\$ 2,531
Expected return on plan assets	(1,776)	(1,589)	(3,552)	(3,179)
Amortization of prior loss	880	1,572	1,760	3,145
Net periodic benefit cost	\$ 461	\$ 1,248	\$ 922	\$ 2,497
Amortization of prior loss, recognized in other comprehensive income	880	1,572	1,760	3,145
Total recognized in net periodic pension benefit cost and other comprehensive income	\$ (419)	\$ (324)	\$ (838)	\$ (648)

Warrants

At March 31, 2018, there were a total of 3,272,358 warrants outstanding to purchase 1,636,179 shares of our Common Stock.

4. Debt

Debt consisted of the following at the dates indicated:

(in thousands of dollars)	March 31, 2018	September 30, 2017
2021 term loan, net of deferred financing costs of \$2,392 and \$2,776, respectively	\$ 147,608	\$ 151,224
Less: current portion of long-term debt	8,000	8,000
Long-term debt, net of current portion	<u>\$ 139,608</u>	<u>\$ 143,224</u>

Term loans are recognized on the Condensed Consolidated Balance Sheets at the unpaid principal balance, and are not subject to fair value measurement; however, given the variable rates on the loans, the Company estimates that the unpaid principal balance approximates fair value. If measured at fair value in the financial statements, the term loans would be classified as Level 2 in the fair value hierarchy. At March 31, 2018 and September 30, 2017, \$150.0 million and \$154.0 million, respectively, were outstanding on the term loans.

At March 31, 2018 and September 30, 2017, the stated interest rates on the term loans were 3.4% and 2.8%, respectively. At March 31, 2018 and September 30, 2017, the weighted-average annual effective interest rates for the term loans were 3.8% and 4.5%, respectively, which included amortization of the deferred financing costs.

No borrowings were outstanding on the Revolving Credit Facility at March 31, 2018; however, since \$6.9 million of Letters of Credit were outstanding on March 31, 2018, the Company would have been able to borrow \$68.1 million on the revolving line of credit.

Interest expense on all indebtedness was \$1.8 million and \$1.7 million for the three months ended March 31, 2018 and April 1, 2017, respectively, and \$3.3 million and \$4.4 million for the six months ended March 31, 2018 and April 1, 2017, respectively.

The schedules of remaining principal maturities for the term loan for the next five fiscal years are as follows:

(in thousands of dollars)	Principal Payments
Year	
2018	\$ 4,000
2019	8,000
2020	11,000
2021	15,000
2022	112,000
Total remaining principal payments	<u>\$ 150,000</u>

5. Income Taxes

Income tax provisions for interim periods are based on estimated annual income tax rates, adjusted to reflect the effects of any significant infrequent or unusual items which are required to be discretely recognized within the current interim period. The effective tax rates in the periods presented are largely based upon the forecast pre-tax earnings mix and allocation of certain expenses in various taxing jurisdictions where the Company conducts its business, primarily the United States.

The effective tax rate for the three month period ended March 31, 2018 was 22.2%, which differed from the transitional 2018 statutory federal income tax rate of 24.5%. The difference is mainly due to normal tax rate benefit items, such as the domestic production activities deduction, state tax credits, and share based award related deductions in excess of recorded book expense. These benefits were partially offset by accrued interest and penalties on uncertain tax positions.

The effective tax rate for the three month period ended April 1, 2017 was 30.4%, which differed from the statutory federal income tax rate of 35%, mainly due to normal tax rate benefit items, such as the domestic production activities deduction, state tax credits, and share based award related deductions in excess of recorded book expense. These benefits were partially offset by discrete expense items, the largest being interest and penalties on uncertain tax positions.

The effective tax rate for the six month period ended March 31, 2018 was (41.3)% and significantly differed from the transitional 2018 statutory federal income tax rate of 24.5%. The difference is mainly due to \$2.4 million in period expense recorded in the prior fiscal quarter to reflect the newly enacted Tax Act. The Tax Act adjustments include resetting our deferred tax accounts to the new rates as well as \$1.1 million of expense from increasing the carrying value of our uncertain tax positions, and \$0.5 million of additional valuation allowance for our foreign tax credit carryforward. Our rate was further impacted by accrued interest and penalties on uncertain tax

positions. These items were partially offset by normal tax rate benefit items, such as the domestic production activities deduction, state tax credits, and share based award related deductions in excess of recorded book expense.

The effective tax rate for the six month period ended April 1, 2017 was 27.6% and differed from the statutory federal income tax rate of 35%, primarily from normal tax rate benefit items, such as the domestic production activities deduction, state tax credits, and share based award related deductions in excess of recorded book expense. These benefits were partially offset by discrete expense items, the largest being interest and penalties on uncertain tax positions.

6. Guarantees, Commitments and Contingencies

Litigation

At March 31, 2018, the Company had a number of product liability and other cases pending. Management believes that, considering the Company's insurance coverage and its intention to vigorously defend its positions, the ultimate resolution of these matters will not have a material adverse effect on the Company's financial statements.

Environmental

The Company is subject to a variety of environmental regulations relating to the use, storage, discharge and disposal of hazardous materials used in its manufacturing processes. Failure by the Company to comply with present and future regulations could subject it to future liabilities. In addition, such regulations could require the Company to acquire costly equipment or to incur other significant expenses to comply with environmental regulations. The Company is currently not involved in any material environmental proceedings and therefore management believes that the resolution of environmental matters will not have a material adverse effect on the Company's financial statements.

7. Segment Information

We manage our business in two operating segments, which are also our reportable segments. The Bus segment includes the manufacturing and assembly of buses to be sold to a variety of customers across the United States, Canada and in international markets. The Parts segment consists primarily of the purchase of parts from third parties to be sold to dealers within the Company's network. Financial information is reported on the basis that it is used internally by the chief operating decision maker (the "CODM") in evaluating segment performance and deciding how to allocate resources. The President and Chief Executive Officer of the Company has been identified as the CODM. Management evaluates the segments based primarily upon revenues and gross profit. A measure of assets is not applicable, as segment assets are not regularly reviewed by the CODM for evaluating performance or allocating resources. The tables below present segment net sales and gross profit for the periods presented:

Net sales

(in thousands of dollars)	Three Months Ended		Six Months Ended	
	March 31, 2018	April 1, 2017	March 31, 2018	April 1, 2017
Bus	\$ 201,774	\$ 193,760	\$ 349,872	\$ 316,166
Parts	14,854	14,891	29,305	29,145
Segment net sales	\$ 216,628	\$ 208,651	\$ 379,177	\$ 345,311

Gross profit

(in thousands of dollars)	Three Months Ended		Six Months Ended	
	March 31, 2018	April 1, 2017	March 31, 2018	April 1, 2017
Bus	\$ 16,343	\$ 19,229	\$ 31,720	\$ 32,391
Parts	5,325	5,420	10,596	10,456
Segment gross profit	\$ 21,668	\$ 24,649	\$ 42,316	\$ 42,847

The following table is a reconciliation of segment gross profit to consolidated income (loss) before income taxes for the periods presented:

(in thousands of dollars)	Three Months Ended		Six Months Ended	
	March 31, 2018	April 1, 2017	March 31, 2018	April 1, 2017
Segment gross profit	\$ 21,668	\$ 24,649	\$ 42,316	\$ 42,847
Adjustments:				
Selling, general and administrative expenses	(18,741)	(19,259)	(44,659)	(37,451)
Interest expense	(1,826)	(1,715)	(3,278)	(4,403)
Interest income	2	6	17	13
Other income (expense), net	1,020	(37)	1,190	(164)
Loss on debt extinguishment	—	—	—	(10,142)
Income (loss) before income taxes	\$ 2,123	\$ 3,644	\$ (4,414)	\$ (9,300)

Sales are attributable to geographic areas based on customer location and were as follows for the periods presented:

(in thousands of dollars)	Three Months Ended		Six Months Ended	
	March 31, 2018	April 1, 2017	March 31, 2018	April 1, 2017
United States	\$ 198,414	\$ 186,932	\$ 353,062	\$ 316,678
Canada	17,609	21,120	22,459	25,985
Rest of world	605	599	3,656	2,648
Total net sales	\$ 216,628	\$ 208,651	\$ 379,177	\$ 345,311

8. Earnings Per Share

We incurred a net loss for six months ended March 31, 2018 and April 1, 2017. As a result, basic and diluted shares outstanding are equal to each other for those periods due to the exclusion of potentially dilutive shares from the calculation of earnings per share as the effect would be anti-dilutive. Potentially dilutive shares excluded from the calculation were 4,701,112 and 5,826,988 for the six months ended March 31, 2018 and April 1, 2017, respectively.

The following table presents the earnings per share computation for the period presented when there are dilutive shares:

	Three Months Ended	
	March 31, 2018	April 1, 2017
(in thousands except for share data)		
Numerator:		
Net income	\$ 1,836	\$ 2,748
Less: convertible preferred stock dividends	763	1,017
Net income available to common stockholders	\$ 1,073	\$ 1,731
Basic earnings per share (1):		
Weighted average common shares outstanding	23,899,772	23,048,517
Basic earnings per share	\$ 0.04	\$ 0.08
Diluted earnings per share (2):		
Weighted average common shares outstanding	23,899,772	23,048,517
Weighted average dilutive securities, convertible preferred stock	—	—
Weighted average dilutive securities, restricted stock	14,797	—
Weighted average dilutive securities, warrants	939,107	1,308,774
Weighted average dilutive securities, stock options	273,406	233,614
Weighted average shares and dilutive potential common shares	25,127,082	24,590,905
Diluted earnings per share	\$ 0.04	\$ 0.07

(1) Basic earnings per share is calculated by dividing income available to common stockholders by the weighted average common shares outstanding during the period.

(2) Diluted earnings per share is calculated by adjusting the weighted average shares outstanding for the dilutive effect of common stock equivalents outstanding during the period, determined by using the treasury-stock method, and adjusting for the dilutive effect of our convertible preferred stock, determined by using the if-converted method. For the three months ended March 31, 2018 and April 1, 2017, 3,451,251 and 4,314,064 shares, respectively, of convertible preferred stock were excluded from the dilutive calculation as the if-converted impact would be anti-dilutive.

9. Share-Based Compensation

Restricted Stock Awards

The following table summarizes the Company's restricted stock awards ("RSAs") and restricted stock units ("RSUs") award activity for the period presented:

Restricted Stock Activity	Six Months Ended	
	March 31, 2018	
	Number of Shares	Weighted-Average Grant Date Fair Value
Balance, beginning of period	75,590	\$ 15.83
Granted	107,720	18.10
Vested	(53,355)	15.50
Forfeited/canceled	(8,076)	15.62
Balance, end of period	121,879	17.99

Compensation expense for restricted stock awards, recognized in selling, general and administrative expenses on the Condensed Consolidated Statements of Operations, was \$0.5 million and \$0.9 million with associated tax benefits of \$0.1 million and \$0.2 million for the three and six months ended March 31, 2018, respectively. At March 31, 2018, unrecognized compensation cost related to restricted stock awards totaled \$1.4 million and is expected to be recognized over a weighted-average period of nine months.

Stock Option Awards

The following table summarizes the Company's stock option activity for the period presented:

Stock Option Award Activity	Six Months Ended March 31, 2018	
	Number of Options	Weighted Average Exercise Price per Share (\$)
Outstanding options, beginning of period	623,962	\$ 11.15
Granted	215,530	16.61
Exercised (1)	(73,102)	12.27
Forfeited	(19,030)	15.50
Outstanding options, end of period (2)	747,360	12.50
Fully vested and exercisable options, end of period (3)	535,302	10.87

(1) Stock options exercised in the period had an aggregate intrinsic value totaling \$0.6 million.

(2) Stock options outstanding at the end of the period had an aggregate intrinsic value totaling \$8.4 million.

(3) Fully vested and exercisable options at the end of the period had an aggregate intrinsic value totaling \$6.9 million with a weighted average contractual remaining term of 7.3 years.

Compensation expense for stock option awards, recognized in selling, general and administrative expenses on the Consolidated Statements of Operations, was \$0.3 million and \$0.5 million with associated tax benefits of \$0.0 million and \$0.1 million for the three and six months ended March 31, 2018, respectively. At March 31, 2018, unrecognized compensation cost related to stock option awards totaled \$0.9 million and is expected to be recognized over a weighted-average period of nine months.

The fair value of each option award at grant date was estimated using the Black-Scholes option-pricing model with the following assumptions and resulting grant-date fair value during the period presented:

	Six Months Ended March 31, 2018	
Expected volatility		29.2%
Expected dividend yield		0%
Risk-free interest rate		2.16%
Expected term (in years)		5.0 - 5.5
Weighted-average grant-date fair value	\$	6.15

10. Accumulated Other Comprehensive Income

The following table provides information on changes in accumulated other comprehensive income ("AOCI") for the periods presented:

	Three Months Ended			Six Months Ended		
	Defined Benefit Pension Plan	Cash Flow Hedges (Effective Portion)	Total AOCI	Defined Benefit Pension Plan	Cash Flow Hedges (Effective Portion)	Total AOCI
(in thousands)						
March 31, 2018						
Balance, beginning of period	\$ (43,312)	\$ —	\$ (43,312)	\$ (43,875)	\$ —	\$ (43,875)
Other comprehensive income, gross	—	—	—	—	—	—
Amounts reclassified from other comprehensive income and included in earnings	880	—	880	1,760	—	1,760
Total other comprehensive income, before taxes	880	—	880	1,760	—	1,760
Income tax expense	(211)	—	(211)	(528)	—	(528)
Balance, end of period	<u>\$ (42,643)</u>	<u>\$ —</u>	<u>\$ (42,643)</u>	<u>\$ (42,643)</u>	<u>\$ —</u>	<u>\$ (42,643)</u>
April 1, 2017						
Balance, beginning of period	\$ (57,872)	\$ 136	\$ (57,736)	\$ (58,878)	\$ (13)	\$ (58,891)
Other comprehensive (loss) income, gross	—	(81)	(81)	—	383	383
Amounts reclassified from other comprehensive income and included in earnings	1,572	8	1,580	3,145	(227)	2,918
Total other comprehensive income (loss), before taxes	1,572	(73)	1,499	3,145	156	3,301
Income tax (expense) benefit	(565)	26	(539)	(1,132)	(54)	(1,186)
Balance, end of period	<u>\$ (56,865)</u>	<u>\$ 89</u>	<u>\$ (56,776)</u>	<u>\$ (56,865)</u>	<u>\$ 89</u>	<u>\$ (56,776)</u>

11. Subsequent Event

On April 24, 2018, the Company exercised its right to convert the maximum number of outstanding shares of the 7.625% Convertible Cumulative Perpetual Preferred Stock, Series A (“Series A Preferred Stock”) into shares of common stock, \$0.0001 per share, of the Company (“Common Stock”). The conversion was subject to a beneficial ownership limitation, which prohibits the Company from effecting a conversion of Series A Preferred Stock to the extent that, after giving effect to such conversion, the holder of the Series A Preferred Stock would beneficially own in excess of 9.99% of the outstanding Common Stock. As a result of this conversion, a total of 307,000 shares of Series A Preferred Stock were converted into 2,649,962 shares of common stock based on the conversion rate of 8.6318 shares of Common Stock for each share of Series A Preferred Stock being converted. After the conversion, 93,000 shares of Series A Preferred Stock were outstanding.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of financial condition and results of operations of the Company should be read in conjunction with the Company's unaudited financial statements for the three and six months ended March 31, 2018 and April 1, 2017 and related notes appearing elsewhere in this Report. Our actual results may not be indicative of future performance. This discussion and analysis contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those discussed or incorporated by reference in the sections of this Report titled "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors". Actual results may differ materially from those contained in any forward-looking statements. Certain monetary amounts, percentages and other figures included in this Report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be the arithmetic aggregation of the figures that precede them, and figures expressed as percentages in the text may not total 100% or, as applicable, when aggregated, may not be the arithmetic aggregation of the percentages that precede them.

We refer to the fiscal year ended September 30, 2017 as "fiscal 2017". We refer to the quarter ended March 31, 2018 as the "second quarter of fiscal 2018" and we refer to the quarter ended April 1, 2017 as the "second quarter of fiscal 2017". There were 13 weeks in the second quarters of both fiscal 2018 and fiscal 2017.

Introductory Note

On February 24, 2015, the Company consummated a business combination (the "Business Combination"), pursuant to which the Company acquired all of the outstanding capital stock of School Bus Holdings Inc. ("School Bus Holdings" or "SBH") from The Traxis Group, B.V. (the "Seller"), in accordance with the purchase agreement, dated as of September 21, 2014, by and among the Company, the Seller and, solely for purposes of Section 10.01(a) thereof, Hennessy Capital Partners I LLC (the "HCAC Sponsor"), as amended on February 10, 2015 and February 18, 2015 (as so amended, the "Purchase Agreement"). Pursuant to the Purchase Agreement, the total purchase price was paid in a combination of cash in the amount of \$100.0 million and 12,000,000 shares of the Company's Common Stock valued at \$120.0 million.

In connection with the closing of the Business Combination, the Company changed its name from Hennessy Capital Acquisition Corp. to Blue Bird Corporation. Unless expressly stated otherwise in this Report, Blue Bird Corporation shall be referred to as "Blue Bird" or the "Company," and includes its consolidated subsidiaries.

Pursuant to, and subject to the terms of, a Purchase and Sale Agreement, dated as of May 26, 2016 (the "Purchase and Sale Agreement"), by and among Seller, ASP BB Holdings LLC, a Delaware limited liability company ("ASP"), and the Company, Seller agreed to sell and ASP agreed to purchase all of the 12,000,000 shares of Common Stock of the Company owned by Seller (the "Transaction Shares"). Subject to the terms and conditions set forth in the Purchase and Sale Agreement, ASP acquired 7,000,000 Transaction Shares at an initial closing on June 3, 2016 for an amount in cash equal to \$10.10 per share and 5,000,000 Transaction Shares at a second closing on June 8, 2016 for an amount in cash equal to \$11.00 per share, for an aggregate purchase price of \$125.7 million. There were no proceeds to the Company from this transaction.

Executive Overview

Blue Bird is the leading independent designer and manufacturer of school buses. Our longevity and reputation in the school bus industry have made Blue Bird an iconic American brand. We distinguish ourselves from our principal competitors by dedicating our focus to the design, engineering, manufacture and sale of school buses and related parts. As the only principal manufacturer of chassis and body production specifically designed for school bus applications, Blue Bird is recognized as an industry leader for school bus innovation, safety, product quality/reliability/durability, efficiency, and lower operating costs. In addition, Blue Bird is the market leader in alternative to diesel fuel applications with its propane-powered, gasoline-powered and compressed natural gas ("CNG")-powered school buses. In our second fiscal quarter of 2018, we also took our first orders for all-electric school buses.

Blue Bird sells its buses and aftermarket parts through an extensive network of United States and Canadian dealers that, in their territories, are exclusive to Blue Bird on Type C and D school buses. Blue Bird also sells directly to major fleet operators, the United States government, state governments and authorized dealers in a number of foreign countries.

Critical Accounting Policies and Estimates, Recent Accounting Pronouncements

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Blue Bird evaluates its estimates on an ongoing basis, based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates.

The Company's accounting policies that we believe are the most critical to aid in fully understanding and evaluating our reported financial results are described in the Company's 2017 Form 10-K, filed with the SEC on December 8, 2017 under the caption " Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates," which description is incorporated herein by reference. Our senior management has reviewed these critical accounting policies and related disclosures and determined that there were no significant changes in our critical accounting policies during the six months ended March 31, 2018.

Recent Accounting Pronouncements

See discussion in Note 2 of Notes to Condensed Consolidated Financial Statements (Unaudited) included in Part I, Item 1 of this Report for a discussion of new and recently adopted accounting pronouncements.

Factors Affecting Our Revenues

Our revenues are driven primarily by the following factors:

- *Property tax revenues.* Property tax revenues are one of the major sources of funding for new school buses. Property tax revenues are a function of land and building prices, relying on assessments of property value by state or county assessors and millage rates voted by the local electorate.
- *Student enrollment.* Increases or decreases in the number of school bus riders have a direct impact on school district demand.
- *Revenue mix.* We are able to charge more for certain of our products (e.g., Type C propane-powered school buses, Type D buses and buses with higher option content) than other products. The mix of products sold in any fiscal period can directly impact our revenues for the period.
- *Strength of the dealer network.* We rely on our dealers, as well as a small number of major fleet operators, to be the direct point of contact with school districts and their purchasing agents. An effective dealer is capable of expanding revenues within a given school district by matching that district's needs to our capabilities, offering options that would not otherwise be provided to the district.
- *Pricing.* Our products are sold to school districts throughout the United States and Canada. Each state and each Canadian province has its own set of regulations that govern the purchase of products, including school buses, by their school districts. We and our dealers must navigate these regulations, purchasing procedures and the districts' specifications in order to reach mutually acceptable price terms. Pricing may or may not be favorable to us, depending upon a number of factors impacting purchasing decisions.
- *Buying patterns of major fleets.* Major fleets regularly compete against one another for existing accounts. Fleets are also continuously trying to win the business of school districts that operate their own transportation services. These activities can have either a positive or negative impact on our sales, depending on the brand preference of the fleet that wins the business. Major fleets also periodically review their fleet sizes and replacement patterns due to funding availability as well as the profitability of existing routes. These actions can impact total purchases by fleets in a given year.
- *Seasonality.* Our sales are subject to seasonal variation based on the school calendar. The peak season has historically been during our third and fourth fiscal quarters. Sales during the third and fourth fiscal quarters are typically greater than the first and second fiscal quarters due to the desire of municipalities to have any new buses that they order available to them at the beginning of the new school year. There are, however, variations in the seasonal demands from year to year depending in large part upon municipal budgets, distinct replacement cycles and student enrollment. This seasonality and annual variations of this seasonality could impact the ability to compare results between fiscal periods.

Factors Affecting Our Expenses and Other Items

Our expenses and other line items on our unaudited Condensed Consolidated Statements of Operations are principally driven by the following factors:

- *Cost of goods sold.* The components of our cost of goods sold consist of material costs (principally powertrain components, steel and rubber, as well as aluminum and copper), labor expense and overhead. Our cost of goods sold may vary from period to period in part due to changes in sales volume and in part due to efforts by certain suppliers to pass through the economics associated with key commodities, design changes with respect to specific components, design changes with respect to specific bus models, wage increases for plant labor, the productivity of plant labor, delays in receiving materials and other logistical problems and the impact of overhead items such as utilities.
- *Selling, general and administrative expenses.* Our selling, general and administrative expenses include costs associated with our selling and marketing efforts, engineering, centralized finance, human resources, purchasing and information technology services, as well as other administrative matters and functions. In most instances, other than direct costs associated with sales and marketing programs, the principal component of these costs is salary expense. Changes from period to period are typically driven by the number of our employees, as well as by merit increases provided to experienced personnel.
- *Interest expense.* Our interest expense relates to costs associated with our debt instruments and reflects both the amount of indebtedness and the interest rate that we are required to pay on our debt.
- *Income taxes.* We make estimates of the amounts to recognize for income taxes in each tax jurisdiction in which we operate. In addition, provisions are established for withholding taxes related to the transfer of cash between jurisdictions and for uncertain tax positions taken.
- *Equity in net income of non-consolidated affiliate.* We include in this line item our share of income or loss from our investment in Micro Bird, our unconsolidated 50/50 Canadian joint venture.

Key Non-GAAP Financial Measures We Use to Evaluate Our Performance

This filing includes the following non-GAAP financial measures “Adjusted EBITDA”, “Adjusted EBITDA Margin”, and “Free Cash Flow” because management views these metrics as a useful way to look at the performance of our operations between periods and to exclude decisions on capital investment and financing that might otherwise impact the review of profitability of the business based on present market conditions.

Adjusted EBITDA is defined as net income prior to discontinued operations income or loss, interest income, interest expense, income taxes, and depreciation, amortization, and disposals, as adjusted to add back certain charges that we may record each year, such as stock-compensation expense and transaction costs, as these expenses are not considered an indicator of ongoing company performance. We define Adjusted EBITDA margin as Adjusted EBITDA as a percentage of net sales. Adjusted EBITDA and Adjusted EBITDA margin are not measures of performance defined in accordance with GAAP. The measures are used as a supplement to GAAP results in evaluating certain aspects of our business, as described below.

We believe that Adjusted EBITDA and Adjusted EBITDA margin are useful to investors in evaluating our performance because the measures consider the performance of our operations, excluding decisions made with respect to capital investment, financing, and other expenses. We believe that the non-GAAP metrics offer additional financial metrics that, when coupled with the GAAP results and the reconciliation to GAAP results, provide a more complete understanding of our results of operations and the factors and trends affecting our business.

Adjusted EBITDA and Adjusted EBITDA margin should not be considered as alternatives to net income as an indicator of our performance or as alternatives to any other measure prescribed by GAAP as there are limitations to using such non-GAAP measures. Although we believe the non-GAAP measures may enhance the evaluation of our operating performance based on recent revenue generation and product/overhead cost control because they exclude the impact of prior decisions made about capital investment, financing, and other expenses, (i) other companies in Blue Bird’s industry may define Adjusted EBITDA and Adjusted EBITDA margin differently than we do and, as a result, they may not be comparable to similarly titled measures used by other companies in Blue Bird’s industry, and (ii) Adjusted EBITDA and Adjusted EBITDA margin exclude certain financial information that some may consider important in evaluating our performance.

We compensate for these limitations by providing disclosure of the differences between Adjusted EBITDA and Adjusted EBITDA margin and GAAP results, including providing a reconciliation to GAAP results, to enable investors to perform their own analysis of our operating results.

Our measure of “Free Cash Flow” is used in addition to and in conjunction with results presented in accordance with GAAP and free cash flow should not be relied upon to the exclusion of GAAP financial measures. Free cash flow reflects an additional way of viewing our liquidity that, when viewed with our GAAP results, provides a more complete understanding of factors and trends affecting our cash flows. We strongly encourage investors to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure.

We define free cash flow as net cash provided by/used in continuing operations minus cash paid for fixed assets. We use free cash flow, and ratios based on the free cash flow, to conduct and evaluate our business because, although it is similar to cash flow from operations, we believe it is a more conservative measure of cash flow since purchases of fixed assets and intangible assets are a necessary component of ongoing operations. In limited circumstances in which proceeds from sales of fixed or intangible assets exceed purchases, free cash flow would exceed cash flow from operations. However, since we do not anticipate being a net seller of fixed or intangible assets, we expect free cash flow to be less than operating cash flows.

Our Segments

We manage our business in two operating segments, which are also our reportable segments: (i) the Bus segment, which involves the design, engineering, manufacture and sales of school buses and extended warranties; and (ii) the Parts segment, which includes the sales of replacement bus parts. Financial information is reported on the basis that it is used internally by the chief operating decision maker (“CODM”) in evaluating segment performance and deciding how to allocate resources to segments. The President and Chief Executive Officer of the Company has been identified as the CODM. Management evaluates the segments based primarily upon revenues and gross profit.

Consolidated Results of Operations for the Three Months Ended March 31, 2018 and April 1, 2017:

(in thousands of dollars)	Three Months Ended	
	March 31, 2018	April 1, 2017
Net sales	\$ 216,628	\$ 208,651
Cost of goods sold	194,960	184,002
Gross profit	\$ 21,668	\$ 24,649
Operating expenses		
Selling, general and administrative expenses	18,741	19,259
Operating profit	\$ 2,927	\$ 5,390
Interest expense	(1,826)	(1,715)
Interest income	2	6
Other income (expense), net	1,020	(37)
Income before income taxes	\$ 2,123	\$ 3,644
Income tax expense	(471)	(1,108)
Equity in net income of non-consolidated affiliate	184	212
Net income	\$ 1,836	\$ 2,748
Other financial data:		
Adjusted EBITDA	\$ 9,982	\$ 8,365
Adjusted EBITDA margin	4.6%	4.0%

The following provides the results of operations of Blue Bird's two reportable segments:

(in thousands of dollars)	Three Months Ended	
	March 31, 2018	April 1, 2017
Net Sales by Segment		
Bus	\$ 201,774	\$ 193,760
Parts	14,854	14,891
Total	\$ 216,628	\$ 208,651
Gross Profit by Segment		
Bus	\$ 16,343	\$ 19,229
Parts	5,325	5,420
Total	\$ 21,668	\$ 24,649

Net sales. Net sales were \$216.6 million for the second quarter of fiscal 2018, an increase of \$8.0 million, or 3.8%, compared to \$208.7 million for the second quarter of fiscal 2017.

Bus sales increased \$8.0 million, or 4.1%, reflecting an increase in units booked, which were 2,441 units for the second quarter of fiscal 2018 compared to 2,367 units for the second quarter of fiscal 2017. The average net sales price per unit for the second quarter of fiscal 2018 was 1.0% higher than the price per unit for the second quarter of fiscal 2017. This increase in unit price mainly reflects changes in product and customer mix.

Parts sales remained relatively flat for the second quarter of fiscal 2018 compared to the second quarter of fiscal 2017.

Cost of goods sold. Total cost of goods sold was \$195.0 million for the second quarter of fiscal 2018, an increase of \$11.0 million, or 6.0%, compared to \$184.0 million for the second quarter of fiscal 2017. As a percentage of net sales, total cost of goods sold increased from 88.2% to 90.0%.

Bus segment cost of goods sold increased \$10.9 million, or 6.2%, for the second quarter of fiscal 2018 compared to the second quarter of fiscal 2017. The average cost of goods sold per unit for the second quarter of fiscal 2018 was 3.0% higher compared to the second quarter of fiscal 2017 due to changes in product and customer mix, as well as raw material price increases related to rising commodity costs.

Parts segment cost of goods sold for the second quarter of fiscal 2018 remained relatively flat compared to the second quarter of fiscal 2017.

Operating profit. Operating profit was \$2.9 million for the second quarter of fiscal 2018, a decrease of \$2.5 million, compared to an operating profit of \$5.4 million for the second quarter of fiscal 2017. Profitability was negatively impacted by a decrease of \$3.0 million in gross profit, which was partially offset by a decrease of \$0.5 million in selling, general and administrative expenses.

Interest expense. Interest expense for the second quarter of fiscal 2018 remained relatively flat compared to the second quarter of fiscal 2017.

Other income (expense), net. Other income, net was \$1.0 million for the for the second quarter of fiscal 2018, an increase of \$1.0 million, compared to other expense, net of \$0.0 million for the second quarter of fiscal 2017. The increase was attributed to unrealized gains on foreign exchange derivative contracts not designated as hedging instruments for accounting purposes totaling \$1.0 million.

Income taxes. Income tax expense was \$0.5 million for the second quarter of fiscal 2018, compared to income tax expense of \$1.1 million for the second quarter of fiscal 2017.

The effective tax rate for the three month period ended March 31, 2018 was 22.2%, which differed from the transitional 2018 statutory federal income tax rate of 24.5%. The difference is mainly due to normal tax rate benefit items, such as the domestic production activities deduction, state tax credits, and share based award related deductions in excess of recorded book expense. These benefits were partially offset by accrued interest and penalties on uncertain tax positions.

The effective tax rate for the three month period ended April 1, 2017 was 30.4%, which differed from the statutory federal income tax rate of 35%, mainly due to normal tax rate benefit items, such as the domestic production activities deduction, state tax credits, and stock share based award related deductions in excess of recorded book expense. These benefits were partially offset by discrete expense items, the largest being interest and penalties on uncertain tax positions.

Adjusted EBITDA. Adjusted EBITDA was \$10.0 million, or 4.6% of net sales, for the second quarter of fiscal 2018, an increase of \$1.6 million, or 19.3%, compared to \$8.4 million, or 4.0% of net sales, for the second quarter of fiscal 2017. The increase in adjusted EBITDA was primarily the result of a decrease in adjusted selling, general and administrative expenses, which was partially offset by a decrease in gross profit.

The following table sets forth a reconciliation of net income to adjusted EBITDA for the periods presented:

(in thousands of dollars)	Three Months Ended	
	March 31, 2018	April 1, 2017
Net income	\$ 1,836	\$ 2,748
Adjustments:		
Discontinued operations loss	6	61
Interest expense, net	1,824	1,709
Income tax expense	471	1,108
Depreciation, amortization, and disposals	2,169	2,047
Operational transformation initiatives	3,427	—
Unrealized gains on foreign currency hedges	(1,036)	—
Share-based compensation	886	410
Product redesign initiatives	399	282
Adjusted EBITDA	<u>\$ 9,982</u>	<u>\$ 8,365</u>
Adjusted EBITDA margin (percentage of net sales)	4.6%	4.0%

Consolidated Results of Operations for the Six Months Ended March 31, 2018 and April 1, 2017:

(in thousands of dollars)	Six Months Ended	
	March 31, 2018	April 1, 2017
Net sales	\$ 379,177	\$ 345,311
Cost of goods sold	336,861	302,464
Gross profit	\$ 42,316	\$ 42,847
Operating expenses		
Selling, general and administrative expenses	44,659	37,451
Operating (loss) profit	\$ (2,343)	\$ 5,396
Interest expense	(3,278)	(4,403)
Interest income	17	13
Other income (expense), net	1,190	(164)
Loss on debt extinguishment	—	(10,142)
Loss before income taxes	\$ (4,414)	\$ (9,300)
Income tax (expense) benefit	(1,823)	2,564
Equity in net income of non-consolidated affiliate	234	961
Net loss	\$ (6,003)	\$ (5,775)
Other financial data:		
Adjusted EBITDA	\$ 15,278	\$ 10,983
Adjusted EBITDA margin	4.0%	3.2%

The following provides the results of operations of Blue Bird's two reportable segments:

(in thousands of dollars)	Six Months Ended	
	March 31, 2018	April 1, 2017
Net Sales by Segment		
Bus	\$ 349,872	\$ 316,166
Parts	29,305	29,145
Total	\$ 379,177	\$ 345,311
Gross Profit by Segment		
Bus	\$ 31,720	\$ 32,391
Parts	10,596	10,456
Total	\$ 42,316	\$ 42,847

Net sales. Net sales were \$379.2 million for the six months ended March 31, 2018, an increase of \$33.9 million, or 9.8%, compared to \$345.3 million for the six months ended April 1, 2017.

Bus sales increased \$33.7 million, or 10.7%, reflecting an increase in units booked, which were 4,146 units for the six months ended March 31, 2018 compared to 3,860 units for the six months ended April 1, 2017. The average net sales price per unit for the six months ended March 31, 2018 was 3.0% higher than the price per unit for the six months ended April 1, 2017. This increase in unit price mainly reflects changes in product and customer mix.

Parts sales increased \$0.2 million, or 0.5%, for the six months ended March 31, 2018 compared to the six months ended April 1, 2017, primarily due to incentive and shipping programs launched in the previous fiscal year.

Cost of goods sold. Total cost of goods sold was \$336.9 million for the six months ended March 31, 2018, an increase of \$34.4 million, or 11.4%, compared to \$302.5 million for the six months ended April 1, 2017. As a percentage of net sales, total cost of goods sold increased from 87.6% to 88.8%.

Bus segment cost of goods sold increased \$34.4 million, or 12.1%, for the six months ended March 31, 2018 compared to the six months ended April 1, 2017. The average cost of goods sold per unit for the six months ended March 31, 2018 was 4.4% higher compared to the six months ended April 1, 2017 mainly due to changes in product and customer mix, as well as raw material price increases related to rising commodity costs.

Parts segment cost of goods sold for the six months ended March 31, 2018 remained relatively flat compared to the six months ended April 1, 2017.

Operating (loss) profit. Operating loss was \$2.3 million for the six months ended March 31, 2018, a decrease of \$7.7 million compared to an operating profit of \$5.4 million for the six months ended April 1, 2017. Profitability was negatively impacted by an increase of \$7.2 million in selling, general and administrative expenses driven by operational transformation initiatives and product redesign costs and a decrease of \$0.5 million in gross profit.

Interest expense. Interest expense was \$3.3 million for the six months ended March 31, 2018, a decrease of \$1.1 million, or 25.6%, compared to \$4.4 million for the six months ended April 1, 2017. The decrease was primarily attributed to lower average borrowing levels as well as a decrease in the interest rate resulting from the new credit facility we entered into in December 2016.

Other income (expense), net. Other income, net was \$1.2 million for the second quarter of fiscal 2018, an increase of \$1.4 million, compared to other expense, net of \$0.2 million for the second quarter of fiscal 2017. The increase was primarily attributed to unrealized gains on foreign exchange derivative contracts not designated as hedging instruments for accounting purposes totaling \$1.0 million.

Loss on debt extinguishment. The \$10.1 million loss on debt extinguishment was the difference between the reacquisition price of our debt that was extinguished on December 12, 2016 (as reported in our December 15, 2016 Current Report on Form 8-K) and the net carrying value of the extinguished debt on our Consolidated Balance Sheets at the time of extinguishment. The loss was mainly attributed to unamortized deferred financing and issuance costs from the previous facility that were expensed in conjunction with the extinguishment.

Income taxes. Income tax expense was \$1.8 million for the six months ended March 31, 2018, compared to income tax benefit of \$2.6 million for the same period in fiscal 2017.

The effective tax rate for the six month period ended March 31, 2018 was (41.3)% and significantly differed from the transitional 2018 statutory federal income tax rate of 24.5%. The difference, driven primarily by a negative effective tax rate in the current period, is explained below.

The Tax Cuts and Jobs Act was enacted on December 22, 2017. This legislation reduces the U.S. federal corporate tax rate from 35% to 21%. Since we are a fiscal year taxpayer our tax rate reduction is pro-rated. Our statutory federal tax rate for fiscal 2018 is approximately 24.5%, and we will fully apply the new 21% statutory rate in 2019. This new legislation will also require companies to pay a one-time transition tax on earnings of certain foreign subsidiaries, such as our joint venture investment in Micro Bird.

We provided \$2.4 million of expense in the first quarter of fiscal 2018 related to the tax reform which was included as a component of income tax expense. We believe this to be a reasonable estimate of the effects of this new law on our existing deferred tax balances and the one-time transition tax, in accordance with applicable U.S. GAAP.

Along with remeasuring our deferred tax balances to the new tax rate, the \$2.4 million net tax reform adjustment amount includes \$1.1 million in expense related to our tax liability for uncertain tax positions including the associated accrued interest. Our gross liability for this remains the same. We also had to reassess our ability to realize a deferred tax benefit for foreign tax credit carryforwards, as any future distributions from Micro Bird will not be taxable pursuant to the new legislation. Accordingly, we have recorded a valuation allowance against \$0.5 million of our foreign tax credit carryforward in this period.

These estimates may be revised during the year, based on new information. In particular, the IRS is expected to issue further guidance regarding the one-time transition tax for foreign subsidiaries that may change our estimate. We also have further analysis and studies that need to be completed.

We estimate an effective tax rate for fiscal 2018 between 25% and 30%, excluding one-time impacts for implementing the new legislation.

The \$2.4 million in period expense, to reflect the newly enacted U.S. tax reform discussed above, includes resetting our deferred tax accounts to the new rates as well as \$1.1 million of expense from increasing the carrying value of our uncertain tax positions, and \$0.5 million of additional valuation allowance for our foreign tax credit carryforward. Our current period tax rate differs from the transitional 2018 statutory federal income tax rate of 24.5% mainly due to normal tax rate benefit items, such as the domestic production activities deduction, state tax credits, and share based award related deductions in excess of recorded book expense. These benefits were partially offset by accrued interest and penalties on uncertain tax positions.

The effective tax rate for the six month period ended April 1, 2017 was 27.6% and differed from the statutory federal income tax rate of 35%, primarily due to normal tax rate benefit items, such as the domestic production activities deduction, state tax credits, and share based award related deductions in excess of recorded book expense. These benefits were partially offset by discrete expense items, the largest being interest and penalties on uncertain tax positions.

Adjusted EBITDA. Adjusted EBITDA was \$15.3 million or 4.0% of net sales for the six months ended March 31, 2018, an increase of \$4.3 million, or 39.1%, compared to \$11.0 million or 3.2% of net sales for the six months ended April 1, 2017. The increase in adjusted EBITDA is primarily the result of decreased adjusted selling, general and administrative expenses.

The following table sets forth a reconciliation of net loss to adjusted EBITDA for the periods presented:

(in thousands of dollars)	Six Months Ended	
	March 31, 2018	April 1, 2017
Net loss	\$ (6,003)	\$ (5,775)
Adjustments:		
Discontinued operations (income) loss	(81)	188
Interest expense, net	3,261	4,390
Income tax expense (benefit)	1,823	(2,564)
Depreciation, amortization, and disposals	4,280	4,084
Loss on debt extinguishment	—	10,142
Business combination expenses	—	(174)
Operational transformation initiatives	10,385	—
Unrealized gains on foreign currency hedges	(1,036)	—
Share-based compensation	1,510	410
Product redesign initiatives	1,139	282
Adjusted EBITDA	<u>\$ 15,278</u>	<u>\$ 10,983</u>
Adjusted EBITDA margin (percentage of net sales)	4.0%	3.2%

Liquidity and Capital Resources

Background. The Company's primary sources of liquidity are cash generated from its operations, available cash and borrowings under its credit facility. At March 31, 2018, the Company had \$10.3 million of available cash (net of outstanding checks) and \$68.1 million of additional borrowings available under the revolving line of credit portion of its secured credit facility. The Company's revolving line of credit is available for working capital requirements, capital expenditures and other general corporate purposes.

Indebtedness. On December 12, 2016 (the "Closing Date"), Blue Bird Body Company as the borrower (the "Borrower"), a wholly-owned subsidiary of the Company, executed a \$235.0 million five-year credit agreement provided by Bank of Montreal, which acts as the administrative agent and an issuing bank, Fifth Third Bank, as co-syndication agent and an issuing bank, and Regions Bank, as co-syndication agent, together with other lenders (the "Credit Agreement").

The credit facility provided for under the Credit Agreement consists of a term loan facility in an aggregate initial principal amount of \$160.0 million (the "Term Loan Facility") and a revolving credit facility with aggregate commitments of \$75.0 million. The revolving credit facility includes a \$15.0 million letter of credit sub-facility and \$5.0 million swingline sub-facility (the "Revolving Credit Facility," and together with the Term Loan Facility, each a "Credit Facility" and collectively, the "Credit Facilities"). The borrowings under the Term Loan Facility, which were made at the Closing Date, may not be re-borrowed once they are repaid. The borrowings under the Revolving Credit Facility may be repaid and reborrowed from time to time at our election.

The Term Loan Facility and the Revolving Credit Facility each mature on December 12, 2021, which is the fifth anniversary of the effective date of the Credit Agreement. The interest rate on the Term Loan Facility is (i) from the Closing Date until April 1, 2017, an election of either base rate plus 1 point or LIBOR plus 2 points and (ii) commencing with the fiscal quarter ending on April 1, 2017 and thereafter, dependent on the Total Net Leverage Ratio (as defined below) of the Company, an election of either base rate or LIBOR pursuant to the table below:

Level	Total Net Leverage Ratio	ABR Loans	Eurodollar Loans
I	Less than 2.00x	0.75%	1.75%
II	Greater than or equal to 2.00x and less than 2.50x	1.00%	2.00%
III	Greater than or equal to 2.50x and less than 3.00x	1.25%	2.25%
IV	Greater than or equal to 3.00x	1.50%	2.50%

Under the Credit Agreement, the principal of the initial Term Loan Facility must be paid in quarterly installments on the last day of each fiscal quarter, in an amount equal to (i) \$2.0 million per quarter beginning on the last day of the Company's second fiscal quarter in 2017 through the last day of the Company's first fiscal quarter in 2020, (ii) \$3.0 million beginning on the last day of the second fiscal quarter of the Company in 2020 through the last day of the first fiscal quarter of the Company in 2021, and (iii) \$4.0 million beginning on the last day of the second fiscal quarter of the Company in 2021 through the last day of the fourth fiscal quarter of the Company in 2021, with the remaining principal amount due at maturity. The loans under the Credit Facility may be prepaid without penalty or premium. Certain mandatory prepayments in respect of the outstanding loans or the term loans, as applicable, are required, including prepayments from the proceeds of certain dispositions and the incurrence of certain debt obligations, as well as prepayments based on the annual excess cash flow of the Company and its subsidiaries.

The obligations under the Credit Agreement and the related loan documents (including without limitation, the borrowings under the Credit Facilities and obligations in respect of certain cash management and hedging obligations owing to the agents, the lenders or their affiliates), are, in each case, secured by a lien on and security interest in substantially all of the assets of the Company and its subsidiaries including the Borrower, with certain exclusions as set forth in a Collateral Agreement entered into on the Closing Date.

Up to \$75.0 million of additional term loans and/or revolving credit commitments may be incurred under the Credit Agreement (the "Incremental Facility"), subject to certain limitations as set forth in the Credit Agreement. The Incremental Facility is not a committed facility, and would require further commitments from the existing lenders or from new lenders.

There are customary events of default under the Credit Agreement and the Credit Agreement contains negative and affirmative covenants affecting the Company and its subsidiaries including the Borrower, with certain exceptions set forth in the Credit Agreement. The negative covenants and restrictions include, among others: limitations on liens, dispositions of assets, consolidations and mergers, loans and investments, indebtedness, transactions with affiliates (including management fees and compensation), dividends, distributions and other restricted payments, change in fiscal year, fundamental changes, amendments to and subordinated indebtedness, restrictive agreements, sale and leaseback transactions and certain permitted acquisitions. Dividends, distributions, and other restricted payments are permitted in certain circumstances as provided under the Credit Agreement, including, among other exceptions, (i) in an amount up to the cumulative available amount of excess free cash flow that is not required to be used to prepay the outstanding loans under the Credit Agreement, subject to certain adjustments (ii) in an amount that would not cause the Total Net Leverage Ratio to exceed 2.75 to 1.00, (iii) to make payments under the Certificate of Designations of the Company's outstanding preferred stock in an amount up to the cumulative available amount of excess free cash flow that is not required to be used to prepay the outstanding loans under the Credit Agreement, subject to certain adjustments, and (iv) in an amount not to exceed \$15.0 million provided that there is not a continuing default.

The Company must also maintain a Total Net Leverage Ratio, defined as the ratio of (a) consolidated net debt to (b) consolidated EBITDA (which includes certain add-backs that are not reflected in the definition of Adjusted EBITDA appearing elsewhere in this Report consisting of losses or gains on asset dispositions, and non-cash losses or gains on swap agreements) at the end of each fiscal quarter for the consecutive four fiscal quarter period most recently then ending. The Total Net Leverage Ratio requirements are as follows:

Period	Maximum Total Net Leverage Ratio
Closing Date through the third fiscal quarter of the 2017 fiscal year	4.00:1.00
Fourth fiscal quarter of the 2017 fiscal year through the first fiscal quarter of the 2019 fiscal year	3.75:1.00
Second fiscal quarter of the 2019 fiscal year and thereafter	3.50:1.00

At March 31, 2018, the Borrower and the guarantors were in compliance with all covenants in the Credit Agreement.

Short-Term and Long-Term Liquidity Requirements

Our ability to make principal and interest payments on borrowings under the Credit Facilities and our ability to fund planned capital expenditures will depend on our ability to generate cash in the future, which, to a certain extent, is subject to general economic, financial, competitive, regulatory and other conditions. Based on the current level of operations, we believe that our existing cash balances and expected cash flows from operations will be sufficient to meet our operating requirements for at least the next 12 months.

Seasonality

Our business is highly seasonal. Most school districts seek to buy their new school buses so that they will be available for use on the first day of the school year, typically in mid-August to early September. As a result, our two busiest quarters are our third and fourth fiscal quarters, the latter ending on the Saturday closest to September 30. Our quarterly results of operations, cash flows, and liquidity are likely to be impacted by these seasonal patterns. For example, our revenues are typically highest in our third and fourth fiscal quarters. There are, however, variations in the seasonal demands from year to year depending, in part, on large direct sales to major fleet customers for which short-term trade credit is generally offered. Working capital, on the other hand, is typically a significant use of cash during the first fiscal quarter and a significant source of cash generation in the fourth fiscal quarter. We typically conduct planned shutdowns during our first fiscal quarter.

Cash Flows

The following table sets forth general information derived from our Condensed Consolidated Statements of Cash Flows:

(in thousands of dollars)	Six Months Ended	
	March 31, 2018	April 1, 2017
Cash and cash equivalents at beginning of period	\$ 62,616	\$ 52,309
Total cash used in operating activities	(33,057)	(9,325)
Total cash used in investing activities	(7,021)	(5,113)
Total cash (used in) provided by financing activities	(12,189)	561
Change in cash and cash equivalents	\$ (52,267)	\$ (13,877)
Cash and cash equivalents at end of period	\$ 10,349	\$ 38,432
Depreciation and amortization	\$ 4,173	\$ 4,101
Capital expenditures	7,021	5,159

Total cash used in operating activities

Cash flows used in operating activities totaled \$33.1 million for the six months ended March 31, 2018, as compared with \$9.3 million of cash flows used in operating activities for the six months ended April 1, 2017. The \$23.7 million increase in cash used in operating activities was primarily attributed changes in accounts receivable. Also impacting the increase in cash used was a \$6.8 million decrease in non-cash components of net income mainly due to the debt extinguishment in fiscal 2017, an increase of \$2.4 million in cash paid for taxes, and a decrease of \$2.4 million in customer deposits.

Total cash used in investing activities

Cash flows used in investing activities totaled \$7.0 million for the six months ended March 31, 2018, as compared with \$5.1 million of cash flows used in investing activities for the six months ended April 1, 2017. The \$1.9 million increase was due primarily to increased spending on manufacturing assets.

Total cash (used in) provided by financing activities

Cash flows used in financing activities totaled \$12.2 million for the six months ended March 31, 2018, as compared with \$0.6 million of cash flows provided by financing activities for the six months ended April 1, 2017. The \$12.8 million increase in use was primarily attributed to \$15.5 million in cash used to purchase common stock under the share repurchase program and a decrease of \$1.5 million in cash received from warrant exercises. The increases in cash used were partially offset by a decrease of \$3.4 million in cash paid for principal payments and debt extinguishment costs from the prior year, a \$0.4 million decrease in cash dividends paid on preferred stock, and a \$0.4 million decrease in cash paid for employee taxes on vested restricted shares and stock option exercises.

Free cash flow

Management believes the non-GAAP measurement of free cash flow, defined as net cash used in continuing operations less cash paid for fixed assets, fairly represents the Company's ability to generate surplus cash that could fund activities not in the ordinary course of business. See "Key Measures We Use to Evaluate Our Performance". The following table sets forth the calculation of free cash flow for the periods presented:

(in thousands of dollars)	Six Months Ended	
	March 31, 2018	April 1, 2017
Net cash used in continuing operations	\$ (33,057)	\$ (9,325)
Cash paid for fixed assets	(7,021)	(5,159)
Free cash flow	\$ (40,078)	\$ (14,484)

Free cash flow for the six months ended March 31, 2018 was \$25.6 million lower than the six months ended April 1, 2017, primarily attributed to changes in accounts receivable. Also impacting the increase in cash used was a \$6.8 million decrease in non-cash components of net income mainly due to the debt extinguishment in fiscal 2017, an increase of \$2.4 million in cash paid for taxes, a decrease of \$2.4 million in customer deposits, and an increase of \$1.9 million from increased cash paid for manufacturing assets.

Off-Balance Sheet Arrangements

We lease office buildings and fork lifts for use in our operations on an operating lease basis.

We had outstanding letters of credit totaling \$6.9 million at March 31, 2018, the majority of which secure our self-insured workers compensation program, the collateral for which is regulated by the State of Georgia.

At March 31, 2018, there were 1.6 million shares of common stock issuable upon exercise of outstanding warrants.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have not been any material changes to the disclosures about our interest rate risk or commodity risk market risk factors previously disclosed in Part II, Item 7A of the Company's 2017 Form 10-K.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The Company maintains a system of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")) that are designed to provide reasonable assurance that information required to be disclosed in its reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including, as appropriate, the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Based on their evaluations, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of March 31, 2018.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the fiscal quarter ended March 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Items required under Part II not specifically shown below are not applicable.

Item 1. Legal Proceedings.

Blue Bird is engaged in legal proceedings in the ordinary course of its business. Although no assurances can be given about the final outcome of pending legal proceedings, at the present time management does not believe that the resolution or outcome of any of Blue Bird's pending legal proceedings will have a material adverse effect on its financial condition, liquidity or results of operations.

Item 1A. Risk Factors.

In addition to the other information set forth in this Report, you should carefully consider the risk factors discussed in Part I, Item 1A of the Company's 2017 Form 10-K. Such risk factors are expressly incorporated herein by reference, and could materially affect our business, financial condition, cash flows or future results. The risks described in the 2017 Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, cash flows and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Purchases of Company Common Stock

During the three fiscal months ended March 31, 2018, the Company executed purchases for 564,636 shares of its common stock at an average purchase price per share of \$21.58, under the share repurchase program which was authorized in August 2017 by our Board of Directors. The repurchase program allows the Company to spend up to \$50.0 million to repurchase, in open market or private transactions, outstanding common stock, series A convertible preferred stock, and/or warrants over a 24 month period ending August 2019.

The following table provides information regarding the Company's purchase of common stock during the three fiscal months ended March 31, 2018:

Period by fiscal month	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs (in thousands)
Repurchases from December 31, 2017 - January 27, 2018	104,840	\$ 19.19	104,840	\$ 11,322
Repurchases from January 28, 2018 - February 24, 2018	122,129	22.27	122,129	8,528
Repurchases from February 25, 2018 - March 31, 2018	337,667	23.77	337,667	506
Total	564,636		564,636	

Item 6. Exhibits.

The following Exhibits are filed with this Report:

Exhibit No.	Description
2.1†	Purchase Agreement, dated as of September 21, 2014, by and among the registrant, Hennessy Capital Partners I LLC (solely for purposes of Section 10.01(a) thereof) and The Traxis Group B.V. (incorporated by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K, filed by the registrant with the SEC on September 24, 2014).
2.2	Amendment No. 1 to Purchase Agreement, dated as of February 10, 2015, by and among the registrant, Hennessy Capital Partners I LLC (solely for purposes of Section 10.01(a) thereof) and The Traxis Group B.V. (incorporated by

[reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K, filed by the registrant with the SEC on February 11, 2015\).](#)

- 2.3** [Amendment No. 2 to Purchase Agreement, dated as of February 18, 2015, by and among the registrant, Hennessy Capital Partners I LLC \(solely for purposes of Section 10.01\(a\) thereof\) and The Traxis Group B.V. \(incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K, filed by the registrant with the SEC on February 19, 2015\).](#)
- 3.1** [The registrant's Second Amended and Restated Certificate of Incorporation \(incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K, filed by the registrant with the SEC on February 26, 2015\).](#)
- 3.2** [The registrant's Certificate of Designations establishing its Series A Convertible Preferred Stock \(incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K, filed by the registrant with the SEC on February 26, 2015\).](#)
- 3.3** [Bylaws of Blue Bird Corporation \(incorporated by reference to the Company's Form S-1, filed with the SEC on December 20, 2013\).](#)
- 31.1*** [Chief Executive Officer's Certification Pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934.](#)
- 31.2*** [Chief Financial Officer's Certification Pursuant to Rule 13a-14\(a\) of the Securities Exchange Act of 1934.](#)
- 32.1*** [Chief Executive Officer and Chief Financial Officer joint Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101.INS*^** XBRL Instance Document.
- 101.SCH*^** XBRL Taxonomy Extension Schema Document.
- 101.CAL*^** XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF*^** XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB*^** XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE*^** XBRL Taxonomy Extension Presentation Linkbase Document.

* Filed herewith.

† The exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(b)(2). The Registrant agrees to furnish supplementally a copy of all omitted exhibits and schedules to the Securities and Exchange Commission upon its request.

^ In accordance with Regulation S-T, XBRL (Extensible Business Reporting Language) related information in Exhibit No. 101 to this Quarterly Report on Form 10-Q shall be deemed "furnished" and not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Blue Bird Corporation

Dated: May 10, 2018 /s/ Philip Horlock
Philip Horlock
Chief Executive Officer

Dated: May 10, 2018 /s/ Phillip Tighe
Phillip Tighe
Chief Financial Officer

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Section 2: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Philip Horlock, the Chief Executive Officer of Blue Bird Corporation (the “registrant”), certify that:

- (1) I have reviewed this quarterly report on Form 10-Q of Blue Bird Corporation;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 10, 2018 /s/ Philip Horlock
Philip Horlock
Chief Executive Officer

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Section 3: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Phillip Tighe, the Chief Financial Officer of Blue Bird Corporation (the “registrant”), certify that:

(1) I have reviewed this quarterly report on Form 10-Q of Blue Bird Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial

reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 10, 2018 /s/ Phillip Tighe
Phillip Tighe
Chief Financial Officer

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Section 4: EX-32.1 (EXHIBIT 32.1)

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Blue Bird Corporation (the "*Company*") on Form 10-Q for the quarterly period ended March 31, 2018, as filed with the United States Securities and Exchange Commission on the date hereof (the "*Report*"), the undersigned, Philip Horlock, Chief Executive Officer of the Company, and Phillip Tighe, Chief Financial Officer of the Company, do hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 10, 2018 /s/ Philip Horlock
Philip Horlock
Chief Executive Officer

Dated: May 10, 2018 /s/ Phillip Tighe
Phillip Tighe
Chief Financial Officer

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